

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: § Chapter 11
§
PNG VENTURES, INC., § CASE NO. 09-13162 (CSS)
a Nevada Corporation §
§ District of Delaware
Debtor. § (Joint Administration Pending)
§

Being Jointly Administered with:

IN RE: § Chapter 11
§
EARTH LEASING, INC., § CASE NO. 09-13165
a Texas Corporation, §
§ District of Delaware
Debtor. § (Joint Administration Pending)
§

GOLDEN SPREAD ENERGY, INC., §
TELLURIDE INVESTMENTS, INC. §
F.K.A. GSEJKM, INC., GSEKFT, INC., §
GSESKO, INC., NEPTUNE LEASING, §
INC., OLIVER KENDALL KELLEY, §
CRYOGENIC RESEARCH AND §
DEVELOPMENT, INC., JACK B. §
KELLEY ENTERPRISES, INC. AND §
SHIPROCK HELIUM, LLC, §

Plaintiffs,

v.

AP HOLDINGS INTERNATIONAL, §
INC., EARTH LEASING, INC., §
PNG VENTURES, INC., MOUNTAIN §
STATES PETROLEUM CORP., §
NACOGDOCHES OIL AND GAS, INC., §
AND DENNIS G. MCLAUGHLIN III, §

Defendants.

ADVERSARY NO. _____

NOTICE OF REMOVAL OF CIVIL ACTION

TO THE HONORABLE COURT:

Plaintiffs' in the above-captioned lawsuit file this Notice of Removal as follows:

I. GROUNDS

A. Notice of Removal

1. This notice is filed under Bankruptcy Rule 9027 and 28 U.S.C. §§ 157, 1452 and 1334, as applicable.
2. On or about November 15, 2008, Plaintiffs filed suit against Defendants, under Cause No. DC-08-14569-B, in the 44th Judicial District Court in and for Dallas County, Texas.
3. On September 9, 2009, Defendants PNG Ventures, Inc. ("PNG") and Earth Leasing, Inc. ("Earth Leasing") filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in Case No. 09-13162, *In re PNG Ventures Inc.*, in the United States Bankruptcy Court for the District of Delaware.
4. "A party may remove any claim or cause of action in a civil action...to the district court for the district where such civil action is pending, if such district court has jurisdiction of such claim or cause of action under section 1334 of this title." 28 U.S.C. § 1452.
5. The district court has original jurisdiction of this matter under 28 U.S.C. § 1334.
6. Pursuant to the Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc, this matter should be filed in the United States Bankruptcy Court of the Northern District of Texas.
7. The state court lawsuit alleges causes of action for fraud, breach of contract, acceleration of promissory notes, and alter ego.

8. This Court has jurisdiction “of all civil proceedings arising under title 11, or arising in or related to a case under title 11.” 28 U.S.C. § 1334(b). For “related to” jurisdiction to attach to the state court lawsuit, “the anticipated outcome of the action must both (1) alter the rights, obligations, and choices of action of the debtor, and (2) have an effect on the administration of the estate.” *In re Bissonnet Investments, LLC*, 320 F.3d 520, 525 (5th Cir. 2003). Plaintiff’s suit is “related to” the bankruptcy because the lawsuit includes actions against PNG and Earth Leasing for breach of contract and fraud and the state court lawsuit will both “(1) alter the rights, obligations, and choices of action of the debtor, and (2) have an effect on the administration of the estate.” *In re Bissonnet Investments, LLC*, 320 F.3d 520, 525 (5th Cir. 2003).

9. Accordingly, this federal district court has jurisdiction over this adversary proceeding under 28 U.S.C. §§ 157, 1334, and 1452.

10. Copies of all state court pleadings and processes are being filed contemporaneously with this Notice. Exhibit “A” attached to this Notice is an index of those pleadings being filed.

11. Attached to this notice of removal as Exhibit “B” is a Certificate of Interested Parties.

Respectfully submitted,

SPROUSE SHRADER SMITH P.C.
David Jones, Texas State Bar No. 00784353
Mark D. White, Texas State Bar No. 21317900
J. Daren Brown, Texas State Bar No. 24036271
701 S. Taylor, Suite 500 (79101)
P.O. Box 15008
Amarillo, Texas 79105-5008
(806) 468-3300; (806) 373-3454 fax

/s/ David Jones
David M. Jones

ATTORNEYS FOR PLAINTIFFS

EXHIBIT A
INDEX OF PLEADINGS

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Attachment 3: 11/21/08	Citation of Service (AP Holdings International, Inc.) served 12/4/08
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Attachment 10: 12/19/08	Defendant Mountain States Petroleum Corp's Original Answer
Attachment 11: 1/29/09	Defendant's Original Answer (Nacogdoches)
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Attachment 31: 8/26/09	Plaintiffs' First Amended Motion to Compel Defendants AP Holdings International, Inc., Mountain States Petroleum Corp., and Dennis G. McLaughlin III to Respond to Requests for Production and Brief in Support
Attachment 32: 9/1/09	Plaintiff's Brief in Support of Motion to Compel re: Defendants AP Holdings International, Inc., Mountain States Petroleum Corp., and Dennis G. McLaughlin III
Attachment 33: 9/1/09	Plaintiff's Brief in Support of Motion to Compel re: Defendant Nacogdoches Oil and Gas, Inc.
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Attachment 39: 9/16/09	Agreed Motion to Substitute
Attachment 40: 9/16/09	Certificate of Service
Attachment 41: 9/16/09	Suggestion of Bankruptcy as to Defendants PNG Ventures, Inc. and Earth Leasing, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on **September 24, 2009**, I electronically filed the foregoing document with the clerk of court for the U.S. District Court, Northern District of Texas, using the electronic case filing system of the court. The electronic case filing system will send a "Notice of Electronic Filing" to the attorneys of record who have consented in writing to accept service of this document by electronic means. The following attorneys will be notified of the filing of this document as follows:

Scott C. Skelton
Judi C. Wells
ZELESKEY CORNELIUS HALLMARK
ROPER HICKS, PLLC
P O Drawer 1728
Lufkin, Texas 75902-1728

Via Certified Mail, Return Receipt Requested

Bob Jenevein
Eunice Kim
VINCENT LOPEZ SERAFINO JENEVEIN
2001 Bryan Street, Suite 2000
Dallas, Texas 75201

Via Certified Mail, Return Receipt Requested

Christopher A. Honea
EVOLUTION FUELS, INC.
In-House Counsel
3001 Knox Street, Suite 403
Dallas, Texas 75205

Via Certified Mail, Return Receipt Requested

Stewart Clancy
Aaron Tobin
ANDERSON & JONES PLLC
One Galleria Tower
13355 Noel Road, Suite 1900
Dallas, Texas 75240

Via Certified Mail, Return Receipt Requested

/s/ David Jones

David M. Jones

EXHIBIT B

CERTIFICATE OF INTERESTED PARTIES

IN RE PNG VENTURES, INC.
(Case No. 09-13162-CSS)
IN RE EARTH LEASING, INC.
(Case No. 09-13165-CSS)

PNG Ventures, Inc., a Nevada Corporation
5310 Harvest Hill Road
Suite 229
Dallas, TX 75230-5805

AICCO, Inc.
45 East River Park Dr., W
Ste. 308
Fresno, CA 93720-1565

Axcential Business Solutions, Inc.
4339 Lindbergh Drive
Addison, TX 75001-4539

Anhydride Petroleum (Canada) Inc.
800, 326-11th Ave. SW
CALGARY ALBERTA CANADA T2R 0C5

Arizona Department of Revenue
P.O. Box 29009
Phoenix, AZ 85038-9009

BNSF
P.O. Box 961284
Forth Worth, TX 76161-0284

Border Valley Trading
604 E. Mead
Brawley, CA 92227-9748

Burrtec Waste Industries
9820 Cherry Avenue
Fontana, CA 92335-5202

California Franchise Tax Board
PO Box 942857
Sacramento, CA 94257-0001

Dallas County
Linebarger Goggan Blair & Sampson, LLP
c/o Elizabeth Weller
2323 Bryan Street
Suite 1600
Dallas, TX 75201-2644

U.S. Bankruptcy Court
824 Market Street, 3rd Floor
Wilmington, DE 19801-3024

AT&T Mobility
P.O. Box 930170
Dallas, TX 75393-0170

Alan Nielson
1502 West Pinyon Pines Way
South Jordan, UT 84095-8467

Arizona Corporate Commission
1300 W. Washington Street, 1st Fl.
Phoenix, AZ 85007-2951

Arthur Steinberg, Esquire
King & Spalding
1185 Avenue of the Americas
New York, NY 10036-2686

Black Forest International, LLC
c/o Mark Baum, Esquire
2038 Corte del Nogal, Suite 110
Carlsbad, CA 92011-1478

Brad Gabbard
c/o MG Advisors, LLC
303 E. 17th Ave.
Suite 660
Denver, CO 80203-1259

Cal Cartage
3545 Long Beach Blvd.
Suite 500
Long Beach, CA 90807-3968

California Secretary of State
PO Box 944230
Sacramento, CA 94244-2300

Logan & Company, Inc.
546 Valley Road
Upper Montclair, NJ 07043-1896

ACCO
949 W. Bell Road
Nogales, AZ 85621-4602

Action Stock Transfer Corp.
7069 S. Highland Dr.
Ste. 300
Salt Lake City, UT 84121-3731

Allied Waste Services
PO Box 78829
Phoenix, AZ 85062-8829

Arizona Department of Environmental Qual
PO Box 18228
Phoenix, AZ 85005-8228

BFI Waste
9200 Glenoaks Blvd.
Sun Valley, CA 91352-2613

Blecher & Collins PC
515 South Figueroa Street
Ste. 1750
Los Angeles, CA 90071-3302

Burrtec Waste - Palm Desert
41575 Eclectic Street
Palm Desert, CA 92260-1968

California Board of Equalization
450 N. Street
Sacramento, CA 95814-4311

California State Compensation
Insurance Fund
P.O. Box 9102
Pleasanton, CA 94566-9102

CaliforniaFranchise Tax Board
PO Box 942857
Sacramento, CA 94257-0001

Capacity of Texas, ITS/UPRR
401 Capacity Drive
Longview, TX 75604-5341

Castlerigg PNG Investments, LLC
40 West 57th Street, 26th Floor
New York, NY 10019-4001

Chattanooga (AGL Resources)
P.O. Box 4569
Atlanta, GA 30302-4569

Chem Treat, Inc.
4461 Cox Rd.
Glen Allen, VA 23060-6169

City of Bakersfield
1501 Truxtun Avenue
Bakersfield, CA 93301-5270

City of Long Beach
2600 Temple Avenue
Long Beach, CA 90806-2209

City of Los Angeles
111 E. 1st Street
Room 110
Los Angeles, CA 90012-4114

City of Los Angeles
Office of Finance
3700 Wilshire Blvd., Suite 31
Los Angeles, CA 90010-2901

City of Redlands
35 Cajon Street
Suite 200
Redlands, CA 92373-4746

City of San Bernardino
300 North 'D' Street
San Bernardino, CA 92418-0001

City of San Diego
2740 Caminito Chollas
San Diego, CA 92105-5039

Colwick Travel
5550 LBJ Fwy Ste 110
Dallas, TX 75240-2308

Commercial Fueling Network
2000 Alameda De Las Pulgas
Ste. 242
San Mateo, CA 94403-1271

Conoco Phillips
PO Box 2197
Houston, TX 77252-2197

Coquest, Inc.
4140 Lemmon Avenue
Suite 260
Dallas, TX 75219-3700

CoreXchange, Inc.
1950 Stemmons Freeway
Ste. 4006
Dallas, TX 75207-3179

Crisp
2811 N Palenque Avenue
Nogales, AZ 85621-3532

Cryogenic Transportation, Inc.
1900 AM Drive
Ste. 103
Quakertown, PA 18951-6403

Data Online
PO Box 95000
Philadelphia, PA 19195-0001

Delaware Dept. of Finance
Division of Revenue
820 N. French Street
Wilmington, DE 19801-3530

Delaware Division of Corporations
401 Federal Street, Suite 4
Dover, DE 19901-3639

Discovery Economics
350 S. Grand Ave.
Ste. 2200
Los Angeles, CA 90071-3485

El Paso Natural Gas
P.O. Box 1087
Colorado Springs, CO 80944-0001

Emerson/Daniel Measurement
P.O. Box 730156
Dallas, TX 75373-0156

Environmental Safety & Management Assoc.
115 W. California Blvd.
#207
Pasadena, CA 91105-3005

Ergos Technology Partners, Inc.
1717 St. James Place
Ste. 320
Houston, TX 77056-3411

Evolution Fuels, Inc.
f/k/a Earth Biofuels, Inc.
3001 Knox Street, Suite 403
Attn: Randy Hepler
Dallas, TX 75205-7304

Extra Space
4114 N Central Expressway
Dallas, TX 75204-2129

Exxon Mobil
800 Bell Street
CORP EMB
Houston, TX 77002-7497

FC Stone, LLC
141 West Jackson
Ste. 2730
Chicago, IL 60604-2901

Fleet Card Fuels
P.O. Box 81865
Bakersfield, CA 93380-1865

Fleetstar
5310 Harvest Hill Road
Suite 229
Dallas, TX 75230-5805

Fontana Water Co.
P.O. Box 5970
El Monte, CA 91734-1970

Fourth Third, LLC (Medley)
One Front Street
Suite 1100
San Francisco, CA 94111-5361

Frontier Communications
P.O. Box 23008
Rochester, NY 14692-3008

GI Rubbish
7075 N. Scottsdale Road
Suite 300
Scottsdale, AZ 85253

Gladden Water
PO Box 455
Excelsior, NM 55331-0455

Gladstein, Neanross & Assoc.
3015 Main St.
Ste. 300
Santa Monica, CA 90405-6415

Golden Spread Energy, Inc.
P.O. Box 51166
Amarillo, TX 79159-1166

Grand Canyon National Park
1824 S. Thompson Street
Flagstaff, AZ 86001-2693

Great Western Leasing
14212 Valley Blvd.
Fontana, CA 92335-5293

Greenfield Commercial Credit, L.L.C.
300 East Long Lake Road
Suite 180
Bloomfield Hills, MI 48304-2375

Hay Day Farms
1550 South Commercial
Blythe, CA 92225

Hinshaw & Culbertson, LLP
11601 Wilshire Blvd.
8th Floor
Los Angeles, CA 90025-0509

Hodgson Russ, LLP
1540 Broadway, 24th Floor
New York, NY 10036-4087

Hurd
830 E. Camino Corrida
TUCSON, AZ 85704-7650

IMA of Colorado, Inc.
1550 17th Street
Ste. 600
Denver, CO 80202-1657

Inland Kenworth
9730 Cherry Avenue
Fontana, CA 92335-5257

Intercontinental Exchange Data, etc.
P.O. Box 933265
Atlanta, GA 31193-0001

Intercontinental Exchange, Inc. a/k/a
ICE Data
PO Box 933625
Atlanta, GA 31193-3625

Intermountain Gas Co.
555 S. Cole Road
Boise, ID 83709-0940

Internal Revenue Service
1100 Commerce
Dallas, TX 75242-1100

Internal Revenue Service
200 S. Virginia Street
Reno, NV 89501-2405

Internal Revenue Service
District Director
1352 Marrows Road
Newark, DE 19711-5475

JBK Trucking
P.O. Box 50539
Amarillo, TX 79159-0539

Jack B. Kelly, Inc.
P.O. Box 50539
Amarillo, TX 79159-0539

Jack Pots Portables, Inc.
P.O. Box 1444
Lake Havasu, AZ 86405-1444

Jan-Pro Commercial Cleaning
8130 Baymeadows Circle West
Suite 306
Jacksonville, FL 32256-1837

K&L Gates
Attn: Paul Genender
1717 Main Street, Suite 2800
Dallas, TX 75201-7342

Kelly Group, et al.
8101 West 34th Avenue
Amarillo, TX 79121-1069

Ken Kelley
PO Box 50539
Amarillo, TX 79159-0539

Kristin Herring d/b/a KH Marketing Srv.
4223 Concho St.
Dallas, TX 75206-5407

LEV Corporation
1916 Bagley Way
Tucson, AZ 85746-6613

MG Advisors
303 E. 17th Avenue
Ste. 660
Denver, CO 80203-1259

Macquarie-Cooke
10100 Santa Monica Blvd.
18th Floor
Los Angeles, CA 90067-4003

Mitel Netsolutions
PO Box 53230
Phoenix 85072-3230

Mohave County Sheriff's Office
PO Box 1191
Kingman, AZ 86402-1191

NABI
106 National Drive
Anniston, AL 36207-8339

NGV America
400 N. Capitol St. NW
Washington, DC 20001-1511

Nevada Department of Taxation
1550 College Parkway
Carson City, NV 89706-7939

Nevada Secretary of State
101 North Carson Street, Suite 3
Carson City, NV 89701-3714

New Mexico Taxation & Revenue Dept.
5310 Central NE
PO Box 8485
Albuquerque, NM 87198-8485

Nikkiso Cryo
4661 Eaker Street
Las Vegas, NV 89081-2746

Nixon Peabody, LLP
100 Summer Street
Attn: Victor G. Milione, Esquire
Boston, MA 02110-2131

OCTA
550 South Main Street
Orange, CA 92868-4506

Office of the Attorney General
Carvel State Office Building
820 N. French Street
Wilmington, DE 19801-3509

Office of the United States Trustee
844 N. King Street
Wilmington, DE 19801-3519

Oilsands Quest, Inc. f/k/a
CanWest Petroleum f/k/a Uranium Power Co
800, 326 - 11th Ave. SW
CALGARY ALBERTA CANADA T2R 0C5

Omnitrans
1700 West Fifth Street
San Bernardino, CA 92411-2499

One Source Payroll
5005 N. Royal Lane
Suite 132
Irving, TX 75063

Peninsula Lights Metals
4880 West Rosecrans Avenue
Hawthorne, CA 90250-6614

Pennsylvania Department of State
PO Box 8721
Harrisburg, PA 17105-8721

Personal Safety Enterprises
3716 N. Eagle Mtn. Dr.
Flagstaff, AZ 86004-9431

Pioneer Natural Resources USA, Inc.
5205 N. O'Connor Blvd
Suite 200
Irving, TX 75039-3789

Pitney Bowes
PO Box 856390
Louisville, KY 40285-6390

Platts
P.O. Box 848093
Dallas, TX 75284-8093

Portside Growth
c/o Shulte Roth Zabel, LLP
919 Third Ave.
New York, NY 10022-3902

Praxair-Dallas
2525 Northern Avenue
Kingman, AZ 86409-2630

Prometheus Energy
9675 S.E. 36th Street
Mercer Island, WA 98040-3732

Prometheus/Bowerman
9675 S.E. 36th Street
Mercer Island, WA 98040-3732

Qquest Asset Management Svcs.
9350 S. 150 E.
Suite 300
Sandy, UT 84070-2707

Questar
Attn: Allan Bradley
PO Box 45360
Salt Lake City, UT 84145-0360

ROI Telephony, LLC
4951 Airport Parkway
#640
Addison, TX 75001-6047

Radcliffe SPC
c/o Wilmer Cutler Pickering Hale Dorr
1875 Pennsylvania Avenue NW
Washington, DC 20006-3642

Ruden McClosky
401 East Jackson Street
27th Floor
Tampa, FL 33602-5233

SES/Yusen Terminal
301 E Ocean Blvd.
Suite 1501
Long Beach, CA 90802-4828

San Bernadino County Fire Protection Dt.
157 W. Fifth Street, 2nd Floor
San Bernadino, CA 92415-1012

San Diego Gas & Electric
8306 Century Park Court 41D
San Diego, CA 92123-1593

Sandell Asset Management Corp.
Castlerigg Master Investments
Attn: Lee Iannarone, Esquire
40 W. 57th Street, 26th Floor
New York, NY, NY 10019-4001

Sequent Energy Management, LP
1200 Smith
Suite 900
Houston, TX 77002-4374

Shell Energy North America
909 Fannin
Plaza One Level
Attn: Jim McPherson
Houston, TX 77010-1014

Sichenzia Ross Friedman Ference LLP
1065 Avenue of the Americas
New York, NY 10018-1878

Sichenzia Ross Friedman Ference LLP
61 Broadway
32nd Fl.
New York, NY 10006-2701

South Bay Trucking Center
21107 S. Chico Street
Carson, CA 90745-1648

Southern California Edison
P.O. Box 300
Rosemead, CA 91771-0001

Southwest Caruthers/Prometheus
9675 S E 36th Street
Mercer Island, WA 98040-3732

Specialty Trailer Leasing
P.O. Box 51166
Amarillo, TX 79159-1166

Sprint
P.O. Box 8077
London, KY 40742-8077

Standard Automation & Control LP
Wonderware West
3550 N. Central Ave.
Phoenix, AZ 85012-2105

Sun Water Company
3701 London Bridge Road
Lake Havasu, AZ 86404

Sysco Foods
20701 East Currier Road
Walnut, CA 91789-2904

Terminex
3147 W. Post Road
Las Vegas, NV 89118-3859

(p)TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
REVENUE ACCOUNTING DIV - BANKRUPTCY SECTION
PO BOX 13528
AUSTIN TX 78711-3528

Texas Department of Revenue
Texas Comptroller of Public Accounts
Lyndon B. Johnson State Office Bldg.
111 East 17th Street
Austin, TX 78774-1440

Texas Mutual Insurance Company
PO Box 841843
Dallas, TX 75284-1843

Texas Networking Services
5728 Lunford Rd.
Apt. 312
Plano, TX 75024-4963

Toll Hill Properties, Inc.
P.O. Box 840568
Dallas, TX 75248

Travelers
2420 Lakemont Avenue
Orlando, FL 32814-6164

U.S. Attorney
1007 Orange Street, Suite 700
Wilmington, DE 19801-1265

UPS
P.O. Box 650580
Dallas, TX 75265-0580

UPS/Fleet Star, Inc.
5310 Harvest Hill Road
Suite 229
Dallas, TX 75230-5805

United Healthcare Insurance Company
Dept. CH10151
Palatine, IL 60055-0001

United States Trustee
844 King Street, Room 2207
Lockbox #35
Wilmington, DE 19801-3519

Vance Bryson Company
2121 Spring Creek Parkway
Plano, TX 75023-4100

Veolia Transportation
302 N. 1st Avenue
Suite 450
Phoenix, AZ 85003-4522

Veritext Los Angeles Reporting Co.
3090 Bristol St.
Costa Mesa, CA 92626-3079

Verizon Wireless
PO Box 9622
Mission Hills, CA 91346-9622

Vincent Lopez Serafino Jenevein, PC
2001 Bryan Street
Suite 2000
Dallas, TX 75201-3073

Waste Management
7075 N. Scottsdale Road
Suite 300
Scottsdale, AZ 85253

Westport Fuel
101-1750 West 75th Avenue
Vancouver
British Columbia, Canada V6P 6G2

Wetco Investments, Inc.
15335 Valley Blvd.
Fontana, CA 92335-6348

William Taylor, Esquire
McCarter & English
Renaissance Centre
405 N. King Street, 8th Floor
Wilmington, DE 19801-3717

Williams Four Corners
One Williams Center
Tulsa, OK 74172-0140

Wyoming Secretary of State
Business Division
200 West 24th Street
Cheyenne, WY 82002-0001

YA Global
c/o Andrews Kurth, LLP
450 Lexington Ave.
New York, NY 10017-3911

Yeager
1995 Agua Mansa Road
Riverside, CA 92509-2405

Eric Michael Suttty
Fox Rothschild LLP
Citizens Bank Center, Suite 1300
919 North Market Street
P.O. Box 2323
Wilmington, De 19899-2323 usa

Hal L. Baume
Fox Rothschild LLP
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-2317

L. Jason Cornell
Fox Rothschild LLP
919 N. Market Street, Suite 1300
P.O. Box 2323
Wilmington, DE 19899-2323

Earth Leasing, Inc., a Texas Corporation
5310 Harvest Hill Road, Suite 229
Dallas, TX 75230-5805